

McBryan Michael E  
Form 4  
January 04, 2019

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
McBryan Michael E

2. Issuer Name and Ticker or Trading Symbol  
HEALTHCARE SERVICES GROUP INC [HCSG]

5. Relationship of Reporting Person(s) to Issuer  
(Check all applicable)

(Last) (First) (Middle)  
3220 TILLMAN DRIVE, SUITE 300  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
01/02/2019

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Executive Vice President

BENSALEM, PA 19020

(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |                                   |
| Common Stock                    | 01/02/2019                           |  | A                              | 622 <sup>(1)</sup>  | A \$ 34.15  | 20,009   | D                                 |
| Common Stock                    | 01/04/2019                           |  | M                              | 625   | A \$ 0  | 20,634   | D                                 |
| Common Stock                    | 01/04/2019                           |  | M                              | 1,200   | A \$ 0  | 21,834   | D                                 |
| Common Stock                    | 01/04/2019                           |  | F                              | 597   | D \$ 0  | 21,237   | D                                 |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) |        |            | 6. Date Exercisable and Expiration Date (Month/Day/Year) |                 | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--------|------------|--|-----------------|---|----------------------------|
|  |  |                                      |  |                                | V   | (A)    | (D)        | Date Exercisable   | Expiration Date |   |                            |
| Phantom Stock                              | <u>(2)</u>   | 01/02/2019                           |  | A                              |   | 921    | <u>(3)</u> | <u>(4)</u>   | <u>(4)</u>      | Common Stock  | 921                        |
| Restricted Stock Units                     | <u>(2)</u>   | 01/04/2019                           |  | M                              |   | 625    |            | <u>(5)</u>   | <u>(5)</u>      | Common Stock  | 625                        |
| Restricted Stock Units                     | <u>(2)</u>   | 01/04/2019                           |  | M                              |   | 1,200  |            | <u>(6)</u>   | <u>(6)</u>      | Common Stock  | 1,200                      |
| Restricted Stock Units                     | <u>(2)</u>   | 01/04/2019                           |  | A                              |   | 8,500  |            | <u>(7)</u>   | <u>(7)</u>      | Common Stock  | 8,500                      |
| Stock Option (right to buy)                | \$ 40.49   | 01/04/2019                           |  | A                              |   | 10,000 |            | <u>(8)</u>   | 01/04/2029      | Common Stock  | 10,000                     |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                          |       |
|--|---------------|-----------|--------------------------|-------|
|  | Director      | 10% Owner | Officer                  | Other |
| McBryan Michael E<br>3220 TILLMAN DRIVE<br>SUITE 300<br>BENSALEM, PA 19020 |               |           | Executive Vice President |       |

## Signatures

/s/ John C. Shea                      01/04/2019  
 \*\*Signature of                      Date  
 Reporting Person

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Acquired by the Reporting Person through participation in the Healthcare Services Group, Inc. Employee Stock Purchase Plan.
- (2) Shares issued at the conversion rate of 1-for-1.
- (3) Acquired pursuant to an Issuer contribution under the Healthcare Services Group, Inc. Deferred Compensation Plan.
- (4) Shares of Phantom Stock are payable in-kind following termination of the Reporting Person's employment with Issuer.
- (5) These Restricted Stock Units shall vest and become exercisable at the rate of 20% annually, commencing on the first anniversary of the January 4, 2017 grant date.
- (6) These Restricted Stock Units shall vest at the rate of 20% annually, commencing on the first anniversary of the January 4, 2018 grant date.
- (7) These Restricted Stock Units shall vest and become exercisable at the rate of 20% annually, commencing on the first anniversary of the January 4, 2019 grant date.
- (8) These options shall vest and become exercisable at the rate of 20% annually, commencing on the first anniversary of the January 4, 2019 grant date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.